

## CERTIFICATE OF TRUST AGREEMENT

P BK 93 PG 743

The undersigned Trustees hereby certify the following:

1. This Certificate of Trust Agreement relates to the THOMPSON RESIDENCE TRUST dated March 27, 2002 (the "Trust"). created by trust agreement (the "Trust Agreement") executed by JAMES THOMAS THOMPSON, MARTHA JANE DAVIS THOMPSON, and SUSAN ALLISON THOMPSON, as Grantors, and by MARTHA JANE DAVIS THOMPSON, and SUSAN ALLISON THOMPSON, as Trustees.
2. The street and mailing address of the office, and the name and street and mailing address of each Trustee empowered to act under the Trust Agreement at the time of the execution of this Certificate of Trust Agreement are:

Primary: MARTHA JANE DAVIS THOMPSON  
831 Green T Lake West  
Hernando, MS 38632

SUSAN ALLISON THOMPSON  
831 Green T Lake West  
Hernando, MS 38632

Successor: JAMES THOMAS THOMPSON  
831 Green T Lake West  
Hernando, MS 38632

3. The names and street and mailing address of the Grantors are:

JAMES THOMAS THOMPSON  
831 Green T Lake West  
Hernando, MS 38632

MARTHA JANE DAVIS THOMPSON  
831 Green T Lake West  
Hernando, MS 38632

SUSAN ALLISON THOMPSON  
831 Green T Lake West  
Hernando, MS 38632

4. The description of all interests in real property owned by or conveyed to the Trust is set forth in Exhibit "A" attached hereto and made a part hereof.
5. The anticipated termination of the Trust is the first to occur of the death of the survivor of JAMES THOMAS THOMPSON and MARTHA JANE DAVIS THOMPSON or the death of SUSAN ALLISON THOMPSON.

STATE MS.-DE SOTO CO. p2

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6. The Trust Agreement grants to the Trustees all applicable powers set out in Mississippi Code 1972 Annotated Section 91-9-107, including, without limitation, the power to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert or allot the trust property, including real and personal property, and the power to borrow money at interest rates then prevailing from any individual, bank, or other source, whether or not the lender is then acting as a Trustee, and to create security interests in the trust property, including real and personal property.
7. The undersigned hereby represent that the statements contained in this Certificate of Trust Agreement are true and correct, and that there are no other provisions in the Trust Agreement or amendments to it that limit the powers of the Trustees to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert or allot trust property, including real and personal property.

  
JAMES THOMAS THOMPSON

  
MARTHA JANE DAVIS THOMPSON

  
SUSAN ALLISON THOMPSON

STATE OF FLORIDA  
COUNTY OF Bay

P BK 93 PG 745

**PERSONALLY APPEARED BEFORE ME**, the undersigned authority in and for said County and State, the within named JAMES THOMAS THOMPSON, who acknowledged that he signed and delivered the above and foregoing instrument as his free and voluntary act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this 12th day of April, 2002.

  
Notary Public

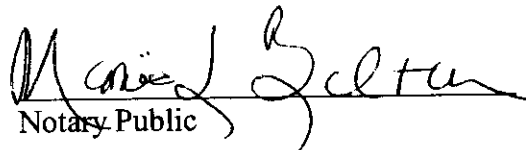
My Commission Expires:

Mamie L. Belton  
Notary Public - State of Florida  
My Commission Expires Oct. 8, 2004  
Commission No. CC 971733

STATE OF FLORIDA  
COUNTY OF Bay

**PERSONALLY APPEARED BEFORE ME**, the undersigned authority in and for said County and State, the within named MARTHA JANE DAVIS THOMPSON, who acknowledged that she signed and delivered the above and foregoing instrument as her free and voluntary act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this 12th day of April, 2002.

  
Notary Public

My Commission Expires:

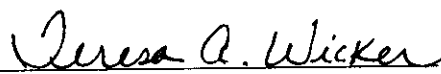
Mamie L. Belton  
Notary Public - State of Florida  
My Commission Expires Oct. 8, 2004  
Commission No. CC 971733

STATE OF TENNESSEE  
COUNTY OF SHELBY

**PERSONALLY APPEARED BEFORE ME**, the undersigned authority in and for said County and State, the within named SUSAN ALLISON THOMPSON, who acknowledged that she signed and delivered the above and foregoing instrument as her free and voluntary act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this 11th day of April, 2002.



  
Notary Public

My Commission Expires:

My Commission Expires July 19, 2003

Exhibit "A"

P BK 93 PG 746

That certain land and property situated in DeSoto County, Mississippi, more particularly described as follows, to-wit:

Lot 47, Section C, Green T Lakes Subdivision, in Section 6, Township 3 South, Range 7 West, DeSoto County, Mississippi, as per plat thereof in Plat Book 16, Pages 49 – 52, in the office of the Chancery Clerk of DeSoto County, Mississippi.